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January 21, 2005

RECORDATION NO.

17951-9 FILED

JAN 27 '05 2-15 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Refinancing of 1992 BNSF Railway Company
Leveraged Lease Financing of Railcars (BN 1992-B)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture Supplement No. 1 (BN 1992-B), dated as of January 28, 2005, between the Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee") and U.S. Bank National Association, as Indenture Trustee (the "Indenture Trustee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1992-B), dated as of September 15, 1992, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "Lessee") and Wilmington Trust Company, as Owner Trustee, as Lessor which was recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on September 29, 1992 at 11:40 A.M. under recordation number 17951.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1992-B)

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1598903

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Indenture Trustee: U.S. Bank National Association
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103
Attention: Corporate Trust Services (BN 1992-B)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 235 Aluminum Coal Gondola Cars bearing the reporting marks within the series BN 533900 through BN 534139 and BNSF 665522 through BNSF 665572; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 (BN 1992-B) between Wilmington Trust Company, not in its individual capacity, but solely as owner trustee and U.S. Bank National Association, as Indenture Trustee.

A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Aluminum Coal Gondola Cars	235	BN 533900 through BN 533946 inclusive; BN 533948 through BN 533981, inclusive; BN 533983 through BN 533987, inclusive; BN 533989 through BN 533996, inclusive; BN 533998 through BN 534079, inclusive; BN 534081 through BN 534098, inclusive; BN 534100 through BN 534104, inclusive; BN 534106 through BN 534139, inclusive; BNSF 665522; BNSF 665572

REGISTRATION NO.

17951-6 FILED

JAN 27 '05

2-15 PM

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BN 1992-B)**

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of January 28, 2005, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") under the Amended and Restated Trust Agreement (BN 1992-B) dated as of January 28, 2005 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and U.S. Bank National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1992-B), dated as of January 28, 2005 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BN 1992-B), dated January 28, 2005, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By 
Name:
Title: **Kathleen A. Pedellini**
Financial Services Officer

Executed on this 24th day of January, 2005.

U.S. BANK NATIONAL ASSOCIATION, as Indenture Trustee

By _____
Name:
Title:

Executed on this ____ day of January, 2005.

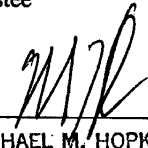
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of January, 2005.

U.S. BANK NATIONAL ASSOCIATION, as
Indenture Trustee


By  _____
Name: MICHAEL M. HOPKINS
Title: VICE PRESIDENT

Executed on this 25 day of January, 2005.

STATE OF **Delaware**)
) SS.:
COUNTY OF **New Castle**)

On this, the 24th day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared **Kathleen A. Pedofini**, who being by me duly sworn, says that (s)he is the **Financial Services Officer** of WILMINGTON TRUST COMPANY, that said instrument was signed on January 24, 2005 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: **KIM CARROLL**
Notary Public **Notary Public - State of Delaware**
My Commission Expires **My Comm. Expires May 28, 2006**
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on January ____, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on January ____, 2005 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Connecticut)
) SS.:
COUNTY OF Hartford)

On this, the 25 day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on January 25, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally
Name:
Notary Public
My Commission Expires:
Residing in Vernon, CT

SUSAN P. McNALLY
NOTARY PUBLIC
MY COM. EXPIRES MARCH 31, 2005

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Aluminum Coal Gondola Cars	235	BN 533900 through BN 533946 inclusive; BN 533948 through BN 533981, inclusive; BN 533983 through BN 533987, inclusive; BN 533989 through BN 533996, inclusive; BN 533998 through BN 534079, inclusive; BN 534081 through BN 534098, inclusive; BN 534100 through BN 534104, inclusive; BN 534106 through BN 534139, inclusive; BNSF 665522; BNSF 665572